

MINUTES

FBFC Board of Directors Meeting 7-18-13

Meeting started at 5:35 pm and ended at 8:06 pm.

Board members present: Will Kaylor (President), Justina Prenatt (Secretary), Bob LeRoy (Treasurer) – via Skype, Stephen Smith, Sarah Oram, Dick Warren, Alanna Hibbard

Board members absent: Aja Wright (Vice President), Alisa Kuumba Zuwena, Jennifer Gustafson

Others present: Bobby Sullivan, General Manager (GM); Jean Karpen, Board assistant; Owners – Rusty Sivils

Meeting Summary:

- Minutes approved with one correction
- Discussion of balloting process – committee established, process for correcting error established
- Finance committee empowered to choose an auditor
- Discussion of grievance procedure for managers
- Reviewed Monitoring Report 2.8, Communication and Support to the Board

Approve Agenda: Agenda was approved with two additions: review of EL (Executive Limitation) 2.2, and report from worker/owner committee, if time.

Minutes of 6-20-13 were approved with one change. Omit the following sentence under Finance Committee ***work on the Audit continues. “Board members had no further concerns about contacting Wegner for a quote.” (This sentence is not relevant, since we have already received a quote from Wegner.)

Owner Comments: Rusty: I'm going to start being more faithful in attending Board meetings. I will be addressing the same issues as in the past.

Jean: Some owners seem to want the worker/owner program to be the way it was years ago. Because of changes in labor laws, that is no longer possible.

Balloting discussion: This discussion was prompted by the fact that, due to a technological glitch, Kelly Fain's application was not received by the deadline and her name did not appear on the initial ballot sent to all owners. The problem has been corrected and ballots available in the store are correct. Notification of the error has been sent out to owners via email and posted on Facebook.

- We need a committee to take on the responsibility of creating a board election process. This is a significant function of the Board & someone needs to own it.
- Committee work may include recruiting, accepting applications, getting bios, creating a ballot.
- Ballot Committee formed – Sarah, Will, Justina, Bob, Dick, & Jean. Committee will meet to work out a balloting process.
- Need immediate confirmation to the applicant that Board application has been received.
- There is a general co-op email address that could be used for Board applications.
- Many times in the past, voting has been done only at the annual owners' meeting. Ballot voting is relatively new and we haven't had a process in place. .
- The nuts & bolts of the election will be handled by the Board assistant. For transparency, it is best that GM & staff do not handle elections.
- Board members have a role in recruiting new Board members.
- Justina will send a formal apology to Kelly.
- We will do a rolling assessment of ballots, beginning as soon as possible. Jean and volunteers (owners who volunteered at the annual meeting to help count ballots – Morna Childers, Bette Jackson, Sandy Jones, Nina Lantis, Joanna Walsh, Joan Worth) will process ballots already received, separating ballot from envelope in order to maintain confidentiality. Ballots which do not have Kelly's name will be destroyed and those owners will be contacted by phone, informed of the error, and sent a new ballot.
- Board members will do phoning. Justina will write a script for phoning.
- New ballots must be postmarked by August 10, 2013 or submitted at the store by that date.

- The August Board meeting will be delayed one week - moved to August 22, 2013.

Audit: The finance committee (Will, Bob, Dick, Sarah) is empowered to review and analyze the three proposals and make a decision as to which auditing firm to engage. Will K. will initiate a “meeting wizard” to set a meeting time. The committee will make a decision and contact the chosen firm within the next week. Committee members will read all three proposals and be ready to discuss options.

Worker/owner committee has discussed which tasks are reserved for staff, based on the union contract. They are looking at possible new areas for worker/owner involvement.

GM Report: In the area of Human Resources (HR), there are a number of new forms (employee information, etc.) Question: Are you tracking why people leave? GM: Yes, we have an exit interview.

The Market Study will be complete in two weeks. The Development Cooperative (DC) of National Cooperative Grocers' Association will receive a copy of the market study and will be available for advice as we move forward.

Grievance process for managers: Points of discussion:

- I don't think the Board should hear grievances.
- Board would mostly hear the grievance and then send to mediation
- We review the GM, so should we be hearing these complaints?
- Grievances may not be valid. A professional should make that assessment.
- Our bylaws require that we secure fair and equitable conditions of employment. Problems must be resolved to ensure fair and equitable treatment.
- Board members agree that it is incumbent on the Board to always refer to a professional. This was recommended in the HR audit.
- Maybe we should let the executive committee handle it.
- HR audit was clear on not handing grievances to the Board for resolution.

No decision tonight. Tabled until GM contacts the person who did our HR audit to iron out details of the grievance process for managers.

Monitoring Report: 2.8 Communication and Support to the Board

The Board would like to know the current value of our property – GM will provide by the next meeting, if possible. Website needs improvement. GM asks for specifics about how to improve the website. One request is to have an interactive blog; another is to have a way to pay online for ownership. Problems are as much about how the Board communicates with the GM as how he communicates with us.

Further discussion:

- Board asks GM to contact the owner of the adjacent property to see if we can purchase it.
- At one point we talked about addressing long-range planning at each Board meeting. Response: this is included in the GM report.
- We could focus on it at retreats.
- GM: Once the market study is done, we'll know which direction we're taking and long-range planning will progress.

Additional item: Sarah will contact the Hendersonville Co-op to invite them to address a Board meeting.

Additional item: During check out, Justina expresses concern about electing officers at the next Board meeting. We need a template for job duties of each office.

Next Meeting will be August 22, 2013 at 5:30 pm.

Respectfully submitted,
Jean Karpen, Board Assistant